Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number *(if known)* ______ Chapter **11**

☐ Check if this an amended filing

Official Form 201
Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name — **Divine Dining, LLC**

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) — **45-2780852**

4. Debtor's address

Principal place of business

1311 W. Airport Fwy
Irving, TX 75062-5222
Number, Street, City, State & ZIP Code

Dallas
County

Mailing address, if different from principal place of business

c/o Elizabeth Brandon, Receiver
2100 McKinney Avenue, Suite 1250,
Dallas, TX 75201-6908
P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

■ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor **Divine Dining, LLC** Case number (*if known*)
Name

7. Describe debtor's business

A. *Check one:*

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))

☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))

☐ Railroad (as defined in 11 U.S.C. § 101(44))

☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))

☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))

☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))

■ None of the above

B. *Check all that apply*

☐ Tax-exempt entity (as described in 26 U.S.C. §501)

☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)

☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See http://www.uscourts.gov/four-digit-national-association-naics-codes.

7225

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

☐ Chapter 7

☐ Chapter 9

■ Chapter 11. *Check all that apply*:

■ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).

■ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ A plan is being filed with this petition.

☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.

☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

■ No.

☐ Yes.

District ______ When ______ Case number ______

District ______ When ______ Case number ______

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list

■ No

☐ Yes.

Debtor ______ Relationship ______

District ______ When ______ Case number, if known ______

Debtor **Divine Dining, LLC** Case number (*if known*)
Name

11. Why is the case filed in *this district?*

Check all that apply:

■ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☐ No

■ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

■ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property? **1311 W. Airport Fwy**
Irving, TX, 75062-5222

Number, Street, City, State & ZIP Code

Is the property insured?

■ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

. *Check one:*

■ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

■ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5001-10,000	☐ 50,001-100,000
☐ 100-199	☐ 10,001-25,000	☐ More than100,000
☐ 200-999		

15. Estimated Assets

☐ $0 - $50,000	☐ $1,000,001 - $10 million	☐ $500,000,001 - $1 billion
☐ $50,001 - $100,000	☐ $10,000,001 - $50 million	☐ $1,000,000,001 - $10 billion
☐ $100,001 - $500,000	☐ $50,000,001 - $100 million	☐ $10,000,000,001 - $50 billion
■ $500,001 - $1 million	☐ $100,000,001 - $500 million	☐ More than $50 billion

16. Estimated liabilities

☐ $0 - $50,000	☐ $1,000,001 - $10 million	☐ $500,000,001 - $1 billion
☐ $50,001 - $100,000	☐ $10,000,001 - $50 million	☐ $1,000,000,001 - $10 billion
☐ $100,001 - $500,000	☐ $50,000,001 - $100 million	☐ $10,000,000,001 - $50 billion
■ $500,001 - $1 million	☐ $100,000,001 - $500 million	☐ More than $50 billion

Debtor **Divine Dining, LLC** Case number (*if known*)
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is trued and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **August 27, 2018**
MM / DD / YYYY

X Elizabeth C Brandon
Signature of authorized representative of debtor

Elizabeth Brandon
Printed name

Title **Receiver**

18. Signature of attorney

X
Signature of attorney for debtor

Date **August 27, 2018**
MM / DD / YYYY

Richard G. Grant 08302650
Printed name

Culhane Meadows, PLLC
Firm name

100 Crescent Court, Suite 700
Dallas, TX 75201
Number, Street, City, State & ZIP Code

Contact phone **214-210-2929** Email address

08302650 TX
Bar number and State

Fill in this information to identify the case:	
Debtor name	**Divine Dining, LLC**
United States Bankruptcy Court for the:	**NORTHERN DISTRICT OF TEXAS**
Case number (if known):	

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	**Name, telephone number and email address of creditor contact**	**Nature of claim** (for example, trade debts, bank loans, professional services, and government contracts)	**Indicate if claim is contingent, unliquidated, or disputed**	**Amount of claim** If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	**Deduction for value of collateral or setoff**	**Unsecured claim**
Adelphi Group Ltd. 7203 John W. Carpenter Freeway Dallas, TX 75247						**$350,000.00**
Roy Upshaw d/b/a Taco Casa 1218 E. California Gainesville, TX 76240						**$180,000.00**

CAUSE NO. DC-18-03705

MICHAEL MANTAS, Plaintiff, v. JORDAN J. JOHNSON, JACKIE JOHNSON, AND DIVINE DINING, LLC, D/B/A TACO CASA, Defendants.	))))))))))))	IN THE DISTRICT COURT OF DALLAS COUNTY, TEXAS 116TH JUDICIAL DISTRICT

ORDER

Having considered Receiver's Supplemental Recommendation for Authority to File Chapter 11 Bankruptcy, dated August 9, 2018 ("Recommendation"), and after an opportunity for input from the parties, as well as Adelphi Group, Ltd. (Landlord), ~~and Roy Upshaw (Franchisor)~~, the Court approves the Recommendation and authorizes Receiver, pursuant to the Agreed Order Appointing Receiver, dated April 9, 2018 ("Order"), to engage the law firm Culhane Meadows as general bankruptcy counsel for the Business and, in her discretion, cause to be filed a voluntary petition for relief under Title 11 of the United States Code ("Bankruptcy Code") in a court of proper jurisdiction and proceed accordingly. It is therefore:

ORDERED that Receiver is authorized to engage the law firm Culhane Meadows as general bankruptcy counsel for the Business ("Bankruptcy Counsel") along the terms proposed in the Recommendation, and, in her discretion, cause to be filed a voluntary petition for relief under the Bankruptcy Code (whether under Chapter 7, 11, or otherwise) and proceed accordingly in the exercise of her authority arising under the Order;

ORDERED that Receiver is authorized, at her discretion, to take the actions and adopt the resolutions outlined in the attached Resolution of the Receiver of Divine Dining, LLC d/b/a Taco Casa Authorizing Bankruptcy Filing;

ORDERED that Receiver should endeavor to take such actions within seven (7) days after entry of this Order; and

ORDERED that Receiver is authorized to take any other actions she deems appropriate pursuant to the terms of the Order.

It is so ordered.

Dated: August 14, 2018

JUDGE PRESIDING

RESOLUTION OF THE RECEIVER OF DIVINE DINING, LLC D/B/A TACO CASA AUTHORIZING CHAPTER 11 BANKRUPTCY FILING

Dated as of August ____, 2018.

WHEREAS, Elizabeth C. Brandon, of the law firm of Barnes & Thornburg LLP, was appointed Receiver (the "Receiver") of Divine Dining, LLC d/b/a Taco Casa (the "Company") in *Michael Mantas v. Jordan J. Johnson, et al*, Cause No. 18-03705/18-04074, 116th District Court, Dallas County, Texas (the "Receivership Action"), pursuant to that certain Agreed Order Appointing Receiver, dated April 9, 2018 ("Order"), and hereby take the following actions and adopt the following resolutions, subject to approval by the Court (the "Receivership Court") in the Receivership Action:

Chapter 11 Filing

WHEREAS, the Receiver has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company's business; and

WHEREAS, the Receiver has had the opportunity to consult with her financial and legal advisors, the equity owners and their counsel, and other interested parties, and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the Receiver, it is desirable and in the best interests of the Company (including a consideration of its creditors and other parties in interest) that the Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (the "Bankruptcy Case") under the provisions of Title 11 of the United States Code (the "Bankruptcy Code"), whether under Chapter 7, 11, or otherwise, in a court of proper jurisdiction and/or any other petition for relief or recognition or other order that may be desirable under applicable law in the United States;

RESOLVED, that Receiver or any other persons authorized by her (collectively, the "Authorized Signatories"), acting alone or with one or more other Authorized Signatories be, and hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business;

Retention of Professionals

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ the law firm of Culhane Meadows, PLLC (together, "Bankruptcy Counsel") as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and

obligations, including filing any motions, objections, replies, applications or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Bankruptcy Counsel;

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ the firm Elementary Business ("Restructuring Advisor"), as restructuring advisor, and to appoint a designated person to serve as Chief Restructuring Officer of the Company to represent and assist the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Restructuring Advisor and to appoint a designated Chief Restructuring Officer of the Company;

RESOLVED, that each of the Authorized Signatories be, and hereby are, authorized and directed to employ and retain any other professional advisors to represent and assist the Company in carrying out their duties under the Bankruptcy Code as such Authorized Signatory deems necessary, proper or desirable in connection with the Company's Bankruptcy Case, with a view to the successful prosecution of such case; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed appropriate applications for authority to retain the services of any such other professional advisors, in each case on such terms as such Authorized Signatory deems necessary, proper or desirable in connection with the Company's Bankruptcy Case, with a view to the successful prosecution of such case;

RESOLVED, that each of the Authorized Signatories be, and hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance from legal counsel, accountants, financial advisors, and other professional advisors, and to take and perform any and all further acts and deeds that such Authorized Signatory deems necessary, proper, or desirable in connection with the Company's Bankruptcy Case, with a view to the successful prosecution of such case;

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and hereby are, authorized and empowered, in the name of and on behalf of the Company, to do such further acts and things as any Authorized Signatory or such other duly authorized person shall deem necessary or appropriate in connection with, or to carry out the actions contemplated by, the foregoing resolutions, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to sign, make, execute, affix common seal on, deliver, issue or file (or cause to be signed, made, executed, delivered, issued or filed) with any person including any governmental authority or agency, all such agreements,

resolutions, deeds, instruments, letters, certificates, proxies, notices, certificates, acknowledgements, authorizations, consents, releases, waivers and other documents (whether of like nature or not) (the "Ancillary Documents") and all amendments and modifications to any such Ancillary Documents, and to pay, or cause to be paid, all such payments, as any Authorized Signatory may deem necessary or advisable in order to carry out the intent of the foregoing resolutions, the authority for the doing of any such acts and things and the signing, making, execution, delivery, issue and filing of such of the foregoing to be conclusively evidenced thereby; and

RESOLVED, that all acts relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act had been specifically authorized in advance by a valid resolution of the Receiver.

DMS 13078009v2

United States Bankruptcy Court
Northern District of Texas

In re **Divine Dining, LLC** Debtor(s)

Case No.
Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jordan J. Johnson **POB 630186** **Irving, TX 75063**		**50%**	**Member**
Michael Mantas **5823 DeLoache** **Dallas, TX 75225**		**50%**	**Member**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Receiver** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **August 27, 2018**

Signature Elizabeth C Brandon
Elizabeth Brandon

Penalty for making a false statement of concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

BTXN 094 (rev. 5/04)

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

In Re:	§	
	§	
Divine Dining, LLC	§	Case No.:
	§	
	§	
Debtor(s)	§	
	§	

VERIFICATION OF MAILING LIST

The Debtor(s) certifies that the attached mailing list (*only one option may be selected per form*):

- ■ is the first mail matrix in this case.
- ☐ adds entities not listed on previously filed mailing list(s).
- ☐ changes or corrects name(s) and address(es) on previously filed mailing list(s).
- ☐ deletes name(s) and address(es) on previously filed mailing list(s).

In accordance with N.D. TX L.B.R. 1007.2, the above named Debtor(s) hereby verifies that the attached list of creditors is true and correct.

Date: **August 27, 2018**

Elizabeth C. Brandon

Elizabeth Brandon/**Receiver**
Signer/Title

Date: **August 27, 2018**

Signature of Attorney
Richard G. Grant 08302650
Culhane Meadows, PLLC
100 Crescent Court, Suite 700
Dallas, TX 75201
214-210-2929

45-2780852
Debtor's Social Security/Tax ID No.

Joint Debtor's Social Security/Tax ID No.

Adelphi Group Ltd.
7203 John W. Carpenter Freeway
Dallas, TX 75247

Bassham Foods
5409 Hemphill St
Fort Worth, TX 76115

Cardona Foods Inc.
850 Meacham Blvd
Fort Worth, TX 76106

Jeffrey W. Hurt, Esq.
Hurt & Berry LLP
15601 Dallas Pky, Suite 900
Addison, TX 75001

Jordan J. Johnson
POB 630186
Irving, TX 75063

Jordan Johnson
1602 Cypress Dr
Irving, TX 75061

Jordan Johnson
Divine Dining, LLC (Taco Casa)
1311 W. Airport Freeway
Irving, TX 75062

Michael Mantas
5823 DeLoache
Dallas, TX 75225

Michael Mantas
900 Dragon #150
Dallas, TX 75207

Michael P. Kelly
POB 150589
Dallas, TX 75315-0589

Michael P. Kelly
1412 Main Street
Suite 2200A
Dallas, TX 75202

Paul C. Laird, II
Paul Craig Laird Law Firm
800 W. Airport Freeway, Suite 800
LB 6015
Irving, TX 75062-6207

Roy Upshaw d/b/a Taco Casa
1218 E. California
Gainesville, TX 76240

Warren V. Norred / Clayton Everett
Norred Law, PLLC
515 East Border Street
Arlington, TX 76010

United States Bankruptcy Court
Northern District of Texas

In re **Divine Dining, LLC** Case No. ______

Debtor(s) Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Divine Dining, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Jordan J. Johnson
POB 630186
Irving, TX 75063

Michael Mantas
5823 DeLoache
Dallas, TX 75225

☐ None [*Check if applicable*]

August 27, 2018
Date

/s/ Richard G. Grant
Richard G. Grant 08302650
Signature of Attorney or Litigant
Counsel for **Divine Dining, LLC**
Culhane Meadows, PLLC
100 Crescent Court, Suite 700
Dallas, TX 75201
214-210-2929

